

RECORDATION NO. 27572 FILED

JUL 15 '08 -1 0 0 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

July 15, 2008

Anne K. Quinlan, Esq.
Acting Secretary
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Loan and Security Agreement, dated as of March 20, 2008, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lender: Fifth Third Bank
38 Fountain Square Plaza
Cincinnati, Ohio 45263

Borrower: Titan Leasing, Inc.
1 East Merchants Drive
Oswego, Illinois 60453

Anne K. Quinlan, Esq.
July 15, 2008
Page 2

A description of the railroad equipment covered by the enclosed document is:

2 EMD SW 1200 HP locomotives: TANX 1210 and TANX 1251.

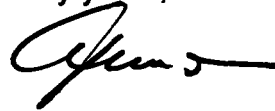
A short summary of the document to appear in the index is:

Memorandum of Loan and Security Agreement.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LOAN AND SECURITY AGREEMENT

(Promissory Note dated March 20, 2008)

Dated as of March 20, 2008

between

**FIFTH THIRD BANK,
Lender**

and

TITAN LEASING, INC.

Borrower

Filed with the Surface Transportation Board pursuant to
49 U.S.C. § 11301 on _____, 2008, at ____:____.M
Recordation Number _____

MEMORANDUM OF LOAN AND SECURITY AGREEMENT

THIS MEMORANDUM OF LOAN AND SECURITY AGREEMENT dated as of March __, 2008, is made by and between Titan Leasing, Inc., an Illinois corporation ("Borrower"), and Fifth Third Bank, a Michigan corporation ("Lender").

WITNESSETH

1. Pursuant to a Loan and Security Agreement, dated March 20, 2008, together with Promissory Note dated March 20, 2008 (collectively, the "Loan Agreement"), Lender has agreed to extend financing to Borrower, and the Borrower has agreed to finance from Lender the acquisition of certain railroad equipment or rolling stock bearing the description set forth on Exhibit A attached hereto.

2. The Loan and Security Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the financing term and any extensions as defined in the Loan and Security Agreement.

3. The Loan and Security Agreement does not contain a hereafter acquired clause.

4. This Memorandum of Loan and Security Agreement may be executed in duplicate originals and any number of counterparts and by different parties in separate counterparts, each of which shall be deemed to be an original and all of which taken together shall constitute one and the same instrument.

[Signature page follows]

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Loan Agreement to be signed and sealed by their respective corporate officers as of the date and year first above written.

Lender:

FIFTH THIRD BANK

By *Gerald Whitfield*

Name: Gerald Whitfield, VP

Title: _____

STATE OF OHIO)
) ss.:
COUNTY OF HAMILTON)

On this 2 day of July, 2008, before me the subscriber personally appeared Gerald Whitfield, who being by me duly sworn, did depose and say: that he is a VP of FIFTH THIRD BANK the corporation described in and which executed the foregoing instrument and that he signed his name thereto by order of the Board of Directors of said corporation.

Paula D. McQueen
NOTARY PUBLIC



PAULA D. MCQUEEN
Notary Public, State of Ohio
Commission Exp. Oct. 14, 2008

My Commission Expires:
10-14-08

[Lender signature page]

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Loan Agreement to be signed and sealed by their respective corporate officers as of the date and year first above written.

Borrower:

TITAN LEASING, INC.

By: 

Name: Eric C. Bachman

Title: President

STATE OF ILLINOIS)
) ss.:
COUNTY OF Kendall)

On this 25th day of September, 2007, before me the subscriber personally appeared Eric C. Bachman, who being by me duly sworn, did depose and say: that (s)he is a President of TITAN Leasing, Inc., an Illinois corporation, described in and which executed the foregoing instrument and that (s)he signed his/her name thereto by order of the Board of Directors of said corporation.


NOTARY PUBLIC



My Commission Expires: 5/19/09

[Borrower signature page]

EXHIBIT A
EQUIPMENT DESCRIPTION

Loan and Promissory Note: Promissory Note dated as of March 20, 2008 to Loan and Security Agreement dated as of March 20, 2008.

Lender: Fifth Third Bank

Borrower: Titan Leasing, Inc., a Illinois corporation

Description of Equipment: EMD SW 1200 HP Locomotives

<u>Quantity</u>	<u>Make/model</u>	<u>Serial Number</u>
Two (2)	Two (2) EMD SW 1200 HP Locomotives	Road Number: 1251 Road Number: 1210

ESC.

Reporting mark
"TANX"

A-1

SEA

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

7/15/08



Robert W. Alvord